

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER &
FLOM, LLP
One Rodney Square
PO Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

- and -

Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE, MEAGHER &
FLOM, LLP
155 North Wacker Drive
Chicago, Illinois 60606-7120
(312) 407-0700

Counsel to the Debtors and
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - x

**SECOND SUPPLEMENTAL ORDER ON DEBTORS' SIXTEENTH
OMNIBUS OBJECTION TO CLAIMS (RECLASSIFICATION
OF CLAIMS FILED BY EQUITY HOLDERS TO INTERESTS)**

THIS MATTER having come before the Court on the Debtors'
Sixteenth Omnibus Objection to Claims (Reclassification of
Claims Filed by Equity Holders to Interests) (the "Objection");¹
and it appearing that due and proper notice and service of the

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Objection.

Objection as set forth therein was good and sufficient and that no other further notice or service of the Objection need be given; and the Court having entered the Order on Debtors' Sixteenth Omnibus Objection to Claims (Reclassification of Claims Filed by Equity Holders to Interests) on August 12, 2009 (Docket No. 4444) (the "Initial Order"); and the Court having entered the Supplemental Order on Debtors' Sixteenth Omnibus Objection to Claims (Reclassification of Claims Filed by Equity Holders to Interests) on November 17, 2009 (Docket No. 5792) (the "Supplemental Order"); and it appearing that certain claimants filed responses to the Objection (the "Responses"); and it appearing that certain Responses have been resolved; and it appearing that the relief requested in the Objection is in the best interest of the Debtors, their estates and creditors, and other parties-in-interest; and after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. The Objection to the claims identified on Exhibit A as attached hereto and incorporated herein is withdrawn; provided, however, that the Debtors' rights and abilities to object to the claims identified on Exhibit A on any grounds and bases are hereby preserved in their entirety.

2. The Debtors' rights to object to any claim, including

(without limitation) the Equity Claims, on any grounds that the applicable law permits are not waived and are expressly reserved.

3. To the extent this Order conflicts with the Initial Order or the Supplemental Order, this Order shall control.

4. The Debtors shall serve a copy of this Order on the claimants included on the exhibits to this Order on or before five (5) business days from the entry of this Order.

5. This Court shall retain jurisdiction with respect to all matters arising from or related to this Order.

Dated: Richmond, Virginia
_____, 2010

HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
One Rodney Square
PO Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

- and -

Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
155 North Wacker Drive
Chicago, Illinois 60606-1720
(312) 407-0700

- and -

/s/ Douglas M. Foley
Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

Counsel to the Debtors
and Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley
Douglas M. Foley

\10512398.2

EXHIBIT A

CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	ASSERTED CLAIM AMOUNT *	DATE FILED	DOCKETED DEBTOR
LUBARY, JAMES 3161 DRUID LN LOS ALAMITOS, CA 90720	9602	Secured: Priority: Administrative 503(b)(9): Unsecured: \$125,000.00 Reclamation: Total: \$125,000.00	01/30/2009	CIRCUIT CITY STORES, INC. (08-35653)
LUBARY, JAMES 3161 DRUID LN LOS ALAMITOS, CA 90720	9596	Secured: Priority: Administrative 503(b)(9): Unsecured: \$106,827.00 Reclamation: Total: \$106,827.00	01/30/2009	CIRCUIT CITY STORES, INC. (08-35653)

Total: 2 \$231,827.00

* "UNL" denotes an unliquidated claim.